

**AMENDMENTS TO THE CLAIMS**

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

1. (original) A wall member for use in constructing earth retaining walls, comprising a rectangular-shaped unitary shell member defined by two longitudinal walls and two end walls, the longitudinal walls and end walls defining an opening extending through the shell member for receiving filler material into the shell member, and wherein the end walls of the shell member are configured to connect to the end walls of additional shell members to form the earth retaining wall.

2. (original) The wall member of claim 1, wherein the shell member further comprises internal partitions defining a plurality of chambers within the shell member for receiving the filler material.

3. (original) The wall member of claim 2, wherein the internal partitions are formed integrally as part of the shell member.

4. (original) The wall member of claim 1, wherein the end walls of the shell member are configured to connect to the end walls of the additional shell members through a tongue-in-groove connection.

5. (original) The wall member of claim 1, wherein at least one of the longitudinal walls of the shell member is configured to connect to the end wall of one of the additional shell members.

6. (original) The wall member of claim 1, wherein the shell member is made of plastic.

7. (original) A retaining wall system, comprising a plurality of interconnected and rectangular-shaped unitary shell members, the shell members each defined by two longitudinal walls and two end walls, the longitudinal walls and end walls defining respective openings extending through the shell members for receiving filler material into the shell members, and wherein the shell members are interconnected at least along the end walls of the shell members to form the retaining wall system.

8. (original) The retaining wall system of claim 7, wherein the shell members each include internal partitions defining a plurality of chambers within the shell members for receiving the filler material.

9. (original) The retaining wall system of claim 8, wherein the internal partitions are formed integrally as part of the shell members.

10. (original) The retaining wall system of claim 7, wherein the end walls of the shell members are connected through tongue-in-groove connections.

11. (original) The retaining wall system of claim 7, wherein the end wall of at least one of the shell members is connected to a longitudinal wall of another shell member configured to cooperate with the end wall to form a corner between the two shell members.

12. (original) The retaining wall system of claim 7, wherein the shell members are made of plastic.

13. (original) A method of forming a retaining wall for retaining earth, comprising the steps of:

providing a plurality of rectangular-shaped unitary shell members, the shell members each defined by two longitudinal walls and two end walls, the

longitudinal walls and end walls defining respective openings extending through the shell members for receiving filler material into the shell members;

interconnecting the shell members at least along the end walls of the shell members to form the retaining wall; and

filling the shell members with the filler material.

14. (original) The method of claim 13, wherein the shell members each include internal partitions defining a plurality of chambers, and the step of filling the shell members with filler material comprises filling the chambers with the filler material.

15. (original) The method of claim 13, wherein the end walls of the shell members are connected through tongue-in-groove connections.

16. (original) The method of claim 13, wherein the end wall of at least one of the shell members is connected to a longitudinal wall of another shell member configured to cooperate with the end wall such that a corner is formed between the two shell members.

17. (new) The wall member of claim 1, further comprising a lid member adapted for frictional engagement with the opening in the shell member for enclosing the opening.

18. (new) The wall member of claim 17, wherein the lid member comprises a depending projection adapted to frictionally engage the opening in the shell member.

19. (new) The retaining wall system of claim 7, further comprising a plurality of lid members adapted for frictional engagement with the respective openings in the shell members for enclosing the openings.

20. (new) The retaining wall system of claim 19, wherein the lid members each comprise a depending projection adapted to frictionally engage the respective openings in the shell members.

21. (new) The method of claim 13, further comprising the step of enclosing the respective openings in the shell members with a plurality of lid members, the lid members frictionally engaging the shell members to enclose the openings.

22. (new) The method of claim 21, wherein the lid members each comprise a depending projection, such that the step of enclosing the respective openings in the shell members comprises the depending projections frictionally engaging the respective openings in the shell members to enclose the openings.